

***THE***  
***GREENBRIER***  
***COMPANIES***

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

April 28, 1999

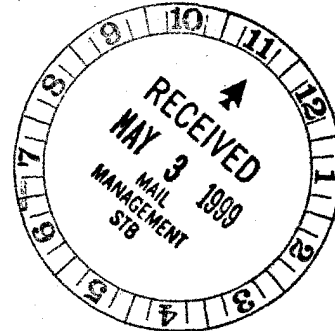
RECORDATION NO.

FILED

MAY 3 '99

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Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated as of October 1, 1998, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: American Electric Power Service Corporation, as Agent for Indiana  
Michigan Power Company, Ohio Power Company, and Appalachian  
Power Company  
One Memorial Drive  
Lancaster, OH 43130

A description of the railroad equipment covered by the enclosed document is:

Ninety-two (92) 100-ton steel gondola cars bearing marks and numbers as indicated in the attached Equipment List.

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams  
April 28, 1999  
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Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of  
October 1, 1998 covering ninety-two (92) 100-ton steel gondola cars  
bearing marks and numbers as indicated in the attached Equipment List.

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Johnston".

Janet E. Johnston  
Assistant to the  
Executive Vice President

jej  
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 22152 FILED

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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING CORPORATION ("LESSOR")**

**AND**

**AMERICAN ELECTRIC POWER SERVICE CORPORATION as AGENT for  
INDIANA MICHIGAN POWER COMPANY, OHIO POWER COMPANY, and  
APPALACHIAN POWER COMPANY (collectively "LESSEES")**

**OCTOBER 1, 1998**

**Schedule No. 1**

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Memorandum of a Lease Agreement made and entered into as of October 1, 1998 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and American Electric Power Service Corporation, a New York corporation, as Agent for Indiana Michigan Power Company, Ohio Power Company, and Appalachian Power Company (collectively "Lessees").

WITNESSETH:

1. Lessor has agreed to furnish to Lessees, and Lessees have agreed to lease from Lessor ninety-two (92) 100-ton, 4,240 cubic foot ACF Coalveyors™, steel gondola cars bearing marks and numbers as indicated in the attached Equipment List.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective authorized representatives as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: *James M. Webb*

Title: Executive Vice President

LESSEE: AMERICAN ELECTRIC POWER SERVICE CORPORATION, as AGENT for INDIANA MICHIGAN POWER COMPANY, OHIO POWER COMPANY, and APPALACHIAN POWER COMPANY

By: *RZY*

Title: Managing Director-Transportation

APPROVED  
LEGAL-FSD  
*me*

STATE OF OREGON

COUNTY OF CLACKAMAS

)  
) ss.  
)

On this 26<sup>th</sup> day of April, 1999, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Johnston  
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF Ohio )  
COUNTY OF Fairfield ) ss.  
)

On this 19<sup>th</sup> day of April, 1999, before me personally appeared R. L. Young, to me personally known, who being by me duly sworn, says that he is the Mgr. Dir. - Transportation American Electric Power Service Corporation, the authorized Agent for Indiana Michigan Power Company, Ohio Power Company, and Appalachian Power Company (the "Lessees"), that the foregoing instrument was signed on behalf of said Lessees, and he acknowledged that the execution of the said instrument was his free act and deed.

Janice Figgins  
NOTARY PUBLIC

My commission expires: 4/3/2001

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**JANICE FIGGINS**  
Notary Public, State of Ohio  
My Commission Expires 4/3/2001

## **EQUIPMENT LIST**

Schedule: 1

Schedule Date: October 1, 1998

Lease Agreement Date: October 1, 1998

GBRX 92001	GBRX 92041	GBRX 92079	GBRX 92126
GBRX 92003	GBRX 92043	GBRX 92080	GBRX 92128
GBRX 92004	GBRX 92044	GBRX 92081	GBRX 92131
GBRX 92009	GBRX 92045	GBRX 92082	GBRX 92139
GBRX 92010	GBRX 92046	GBRX 92083	GBRX 92140
GBRX 92011	GBRX 92047	GBRX 92084	GBRX 92145
GBRX 92014	GBRX 92048	GBRX 92087	GBRX 92146
GBRX 92015	GBRX 92050	GBRX 92089	GBRX 92147
GBRX 92018	GBRX 92052	GBRX 92090	GBRX 92149
GBRX 92019	GBRX 92055	GBRX 92091	GBRX 92152
GBRX 92022	GBRX 92056	GBRX 92096	GBRX 92160
GBRX 92024	GBRX 92058	GBRX 92098	GBRX 92161
GBRX 92026	GBRX 92060	GBRX 92099	GBRX 92162
GBRX 92027	GBRX 92061	GBRX 92101	GBRX 92166
GBRX 92028	GBRX 92062	GBRX 92102	GBRX 92169
GBRX 92029	GBRX 92065	GBRX 92104	GBRX 92179
GBRX 92030	GBRX 92067	GBRX 92109	GBRX 92182
GBRX 92032	GBRX 92069	GBRX 92112	GBRX 92183
GBRX 92033	GBRX 92070	GBRX 92113	GBRX 92190
GBRX 92035	GBRX 92072	GBRX 92114	GBRX 92194
GBRX 92038	GBRX 92073	GBRX 92122	GBRX 92195
GBRX 92039	GBRX 92074	GBRX 92124	GBRX 92200
GBRX 92040	GBRX 92076	GBRX 92125	GBRX 92203